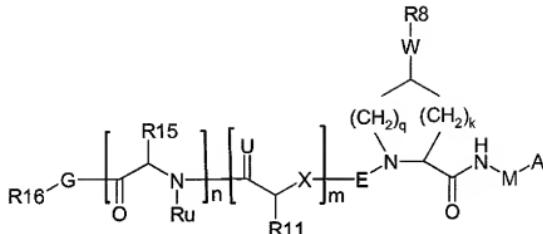


**IN THE CLAIMS:**

The following listing replaces all prior versions and listings of the claims. Any claim that is cancelled or subject matter deleted is effected without prejudice.

1. (Currently Amended) A compound of the formula I:



wherein

A is C(=OO)R<sup>1</sup>, C(=O)NHSO<sub>2</sub>R<sup>2</sup>, C(=O)NHR<sup>3</sup>, or CR<sup>4</sup>R<sup>4'</sup> wherein;

R<sup>1</sup> is hydrogen, C<sub>1</sub>-C<sub>6</sub>alkyl, C<sub>0</sub>-C<sub>3</sub>alkylcarbocyclyl, C<sub>0</sub>-C<sub>3</sub>alkylheterocyclyl;

R<sup>2</sup> is C<sub>1</sub>-C<sub>6</sub>alkyl, C<sub>0</sub>-C<sub>3</sub>alkylcarbocyclyl, C<sub>0</sub>-C<sub>3</sub>alkylheterocyclyl;

R<sup>3</sup> is C<sub>1</sub>-C<sub>6</sub>alkyl, C<sub>0</sub>-C<sub>3</sub>alkylcarbocyclyl, C<sub>0</sub>-C<sub>3</sub>alkylheterocyclyl, -OC<sub>1</sub>-C<sub>6</sub>alkyl, -OC<sub>0</sub>-C<sub>3</sub>alkylcarbocyclyl, -OC<sub>0</sub>-C<sub>3</sub>alkylheterocyclyl;

R<sup>4</sup> is =O, halo, amino, or OH; or R<sup>4</sup> and R<sup>4'</sup> together are =O;

R<sup>4'</sup> is C<sub>1</sub>-C<sub>6</sub>alkyl, C<sub>0</sub>-C<sub>3</sub>alkylcarbocyclyl, C<sub>0</sub>-C<sub>3</sub>alkylheterocyclyl; wherein

R<sup>2</sup>, R<sup>3</sup>, and R<sup>4'</sup> are each optionally substituted with 1 to 3 substituents independently selected from the group consisting of halo, oxo, nitrile, azido, nitro, C<sub>1</sub>-C<sub>6</sub>alkyl, C<sub>0</sub>-C<sub>3</sub>alkylcarbocyclyl, C<sub>0</sub>-C<sub>3</sub>alkylheterocyclyl, NH<sub>2</sub>CO-, Y-NRaRb, Y-O-R<sub>b</sub>, Y-C(=O)Rb, Y-(C=O)NRaRb, Y-NRaC(=O)Rb, Y-NHSO<sub>p</sub>Rb, Y-

S(=O)<sub>p</sub>Rb and Y-S(=O)<sub>p</sub>NRaRb, Y-C(=O)ORb, Y-NRaC(=O)ORb;

Y is independently a bond or C<sub>1</sub>-C<sub>3</sub>alkylene;

Ra is independently H or C<sub>1</sub>-C<sub>3</sub>alkyl;

Rb is independently H, C<sub>1</sub>-C<sub>6</sub>alkyl, C<sub>0</sub>-C<sub>3</sub>alkylcarbocyclyl or C<sub>0</sub>-C<sub>3</sub>alkylheterocyclyl;

p is independently 1 or 2;

M is CR<sup>7</sup>R<sup>7'</sup> or NRu;

R<sup>7</sup> is C<sub>1</sub>-C<sub>6</sub>alkyl, C<sub>0</sub>-C<sub>3</sub>alkylC<sub>3</sub>-C<sub>7</sub>cycloalkyl, or C<sub>2</sub>-C<sub>6</sub>alkenyl, any of which is optionally substituted with 1-3 halo atoms, or an amino, -SH, or C<sub>0</sub>-C<sub>3</sub>alkylcycloalkyl group; or R<sup>7</sup> is J;

R<sup>7'</sup> is H or taken together with R<sup>7</sup> forms a C<sub>3</sub>-C<sub>6</sub>cycloalkyl ring optionally substituted with R<sup>7'a</sup> wherein;

R<sup>7'a</sup> is C<sub>1</sub>-C<sub>6</sub>alkyl, C<sub>3</sub>-C<sub>5</sub>cycloalkyl, C<sub>2</sub>-C<sub>6</sub>alkenyl any of which may be optionally substituted with halo; or R<sup>7'a</sup> can be J;

q is 0 to 3 and k is 0 to 3; where q+k ≥ 1;

W is -CH<sub>2</sub>-, -O-, OC(=O)NH-, -OC(=O)-, -S-, -NH-, -NRa, -NHSO<sub>2</sub>-, -NHC(=O)NH- or -NHC(=O)-, -NHC(=S)NH- or a bond;

R<sup>8</sup> is a ring system containing 1 or 2 saturated, partially saturated or unsaturated rings each of which has 4-7 ring atoms and each of which has 0 to 4 hetero atoms independently selected from S, O and N, the ring system being optionally spaced from W by a C<sub>1</sub>-C<sub>3</sub> alkylene group; or

R<sup>8</sup> is C<sub>1</sub>-C<sub>6</sub> alkyl; any of which R<sup>8</sup> groups can be optionally mono-, di-, or tri-substituted with R<sup>9</sup>, wherein

R<sup>9</sup> is independently selected from the group consisting of halo, oxo, nitrile, azido, nitro, C<sub>1</sub>-C<sub>6</sub>alkyl, C<sub>0</sub>-C<sub>3</sub>alkylcarbocyclyl, C<sub>0</sub>-C<sub>3</sub>alkylheterocyclyl, NH<sub>2</sub>C(=O)-, Y-NRaRb, Y-O-

Rb, Y-C(=O)Rb, Y-(C=O)NRaRb, Y-NRaC(=O)Rb, Y-NHSO<sub>p</sub>Rb, Y-S(=O)<sub>p</sub>Rb, Y-S(=O)<sub>p</sub>NRaRb, Y-C(=O)ORb, Y-NRaC(=O)ORb; wherein said carbocyclyl or heterocyclyl is optionally substituted with R<sup>10</sup>; wherein

R<sup>10</sup> is C<sub>1</sub>-C<sub>6</sub>alkyl, C<sub>3</sub>-C<sub>7</sub>cycloalkyl, C<sub>1</sub>-C<sub>6</sub>alkoxy, amino, amido, sulfonyl, (C<sub>1</sub>-C<sub>3</sub>alkyl)sulfonyl, NO<sub>2</sub>, OH, SH, halo, haloalkyl, carboxyl;

E is -C(=O)-, -C(=S)-, -S(=O)<sub>2</sub>-, -S(=O)-, -C(=N-Rf)-;

Rf is H, -CN, -C(=O)NRaRb; -C(=O)C<sub>1</sub>-C<sub>3</sub>alkyl;

X is -NRx- where Rx is H, C<sub>1</sub>-C<sub>5</sub>alkyl or J; or in the case where E is -C(=O), X can also be -O- or -NRjNRj-;

wherein one of Rj is H and the other is H, C<sub>1</sub>-C<sub>5</sub> alkyl or J;

R<sup>11</sup> is H, C<sub>1</sub>-C<sub>6</sub>alkyl, C<sub>0</sub>-C<sub>3</sub>alkylcarbocyclyl, C<sub>0</sub>-C<sub>3</sub>alkylheterocyclyl, any of which can be substituted with halo, oxo, nitrile, azido, nitro, C<sub>1</sub>-C<sub>6</sub>alkyl, C<sub>0</sub>-C<sub>3</sub>alkylcarbocyclyl, C<sub>0</sub>-C<sub>3</sub>alkylheterocyclyl, NH<sub>2</sub>C(=O)-, Y-NRaRb, Y-O-Rb, Y-C(=O)Rb, Y-(C=O)NRaRb, Y-NRaC(=O)Rb, Y-NHSO<sub>p</sub>Rb, Y-S(=O)<sub>p</sub>Rb, Y-S(=O)<sub>p</sub>NRaRb, Y-C(=O)ORb, Y-NRaC(=O)ORb; or R<sup>11</sup> is J;

J, if present, is a single 3 to 10-membered saturated or partially unsaturated alkylene chain extending from the R<sup>7</sup>/R<sup>7</sup>' cycloalkyl or from the carbon atom to which R<sup>7</sup> is attached to one of Rj, Rx, Ry or R<sup>11</sup> to form a macrocycle, which chain is optionally interrupted by one to three heteroatoms independently selected from: -O-, -S- or -NR<sup>12</sup>-, and wherein 0 to 3 carbon atoms in the chain are optionally substituted with R<sup>14</sup>; wherein;

R<sup>12</sup> is H, C<sub>1</sub>-C<sub>6</sub>alkyl, C<sub>3</sub>-C<sub>6</sub>cycloalkyl, or C(=O)R<sup>13</sup>;

R<sup>13</sup> is C<sub>1</sub>-C<sub>6</sub>alkyl, C<sub>0</sub>-C<sub>3</sub>alkylcarbocyclyl, C<sub>0</sub>-C<sub>3</sub>alkylheterocyclyl;

$R^{14}$  is independently selected from the group consisting of H,  $C_1$ - $C_6$ alkyl,  $C_1$ - $C_6$ haloalkyl,  $C_1$ - $C_6$ alkoxy, hydroxy, halo, amino, oxo, thio and  $C_1$ - $C_6$ thioalkyl;

$R_u$  is independently H or  $C_1$ - $C_3$ alkyl;

$m$  is 0 or 1;  $n$  is 0 or 1;

$U$  is =O or is absent;

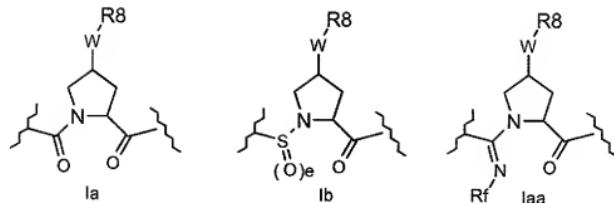
$R^{15}$  is H,  $C_1$ - $C_6$ alkyl,  $C_0$ - $C_3$ alkylcarbocyclyl,  $C_0$ - $C_3$ alkylheterocyclyl, any of which can be substituted with halo, oxo, nitrile, azido, nitro,  $C_1$ - $C_6$  alkyl,  $C_0$ - $C_3$ alkylheterocyclyl,  $C_0$ - $C_3$ alkylcarbocyclyl,  $NH_2CO$ -,  $Y-NRaRb$ ,  $Y-O-Rb$ ,  $Y-C(=O)Rb$ ,  $Y-(C=O)NRaRb$ ,  $Y-NRaC(=O)Rb$ ,  $Y-NRaC(=O)Rb$ ,  $Y-NHSO_pRb$ ,  $Y-S(=O)_pRb$ ,  $Y-S(=O)_pNRaRb$ ,  $Y-C(=O)ORb$ ,  $Y-NRaC(=O)ORb$ ;  $G$  is  $-O-$ ,  $-NRy-$ ,  $-NRjNRj-$ : where one  $R_j$  is H and the other  $R_j$  is H,  $C_1$ - $C_5$  alkyl or  $J$ ;

$Ry$  is H,  $C_1$ - $C_3$  alkyl; or  $Ry$  is  $J$ ;

$R^{16}$  is H; or  $C_1$ - $C_6$ alkyl,  $C_0$ - $C_3$ alkylcarbocyclyl,  $C_0$ - $C_3$ alkylheterocyclyl, any of which can be substituted with halo, oxo, nitrile, azido, nitro,  $C_1$ - $C_6$  alkyl,  $C_0$ - $C_3$ alkylcarbocyclyl,  $C_0$ - $C_3$ alkylheterocyclyl,  $NH_2CO$ -,  $Y-NRaRb$ ,  $Y-O-Rb$ ,  $Y-C(=O)Rb$ ,  $Y-(C=O)NRaRb$ ,  $Y-NRaC(=O)Rb$ ,  $Y-NRaC(=O)Rb$ ,  $Y-NHSO_pRb$ ,  $Y-S(=O)_pRb$ ,  $Y-S(=O)_pNRaRb$ ,  $Y-C(=O)ORb$ ,  $Y-NRaC(=O)ORb$ ; with the proviso that when  $m=n=0$  and  $G$  is O then  $R^{16}$  is not tert.butyl or phenyl; or a pharmaceutically acceptable salt or prodrug thereof.

2. (Original) A compound according to Claim 1, wherein M is  $CR^7R^7$ .

3. (Original) A compound according to claim 1, with the partial structure Ia, Ib or Iaa:



where e is 1 or 2.

4. (Original) A compound to Claim 1, wherein E is  $-C(=O)-$ .
5. (Original) A compound according to Claim 1, wherein m is 0 and n is 0.
6. (Original) A compound according to Claim 5, wherein G is  $-NRy-$  or  $-NRjNRj-$ .
7. (Original) A compound according to Claim 6, where Ry or one of the Rj groups is J, thereby defining a macrocyclic compound.
8. (Original) A compound according to Claim 7, wherein R<sup>16</sup> is H, C<sub>1</sub>-C<sub>3</sub> alkyl or C<sub>3</sub>-C<sub>6</sub> cycloalkyl.
9. (Original) A compound according to Claim 1, wherein m is 1.
10. (Original) A compound according to Claim 9, wherein X is  $-NRx-$ .

11. (Original) A compound according to Claim 9, wherein U is O.

12. (Currently Amended) A compound according to Claim 9, wherein R<sup>11</sup> is C<sub>1</sub>-C<sub>6</sub>alkyl, C<sub>0</sub>-C<sub>3</sub>alkylcarbocyclyl, C<sub>0</sub>-C<sub>3</sub>alkylaryl or C<sub>0</sub>-C<sub>3</sub>alkylheteroaryl, any of which is optionally substituted with halo, amino, C<sub>1</sub>-C<sub>6</sub>alkoxy, C<sub>1</sub>-C<sub>6</sub>thioalkyl, carboxyl, (C<sub>1</sub>-C<sub>6</sub>alkoxy)carbonyl, aryl, heteroaryl, heterocyclyl, or hydroxy or C(=O)OR<sup>14</sup>.

13. (Currently Amended) A compound according to Claim 12, wherein R<sup>11</sup> is phenylethyl, 2,2-dimethyl-propyl, cyclohexylmethyl, phenylmethyl, 2-pyridylmethyl, 4-hydroxy-phenylmethyl, or carboxylpropyl[[;]], tert-butyl, iso-butyl, or cyclohexyl.

14. (Original) A compound according to Claim 9, wherein one of Rx or R<sup>11</sup> is J, thereby defining a macrocyclic compound.

15. (Original) A compound according to Claim 9, wherein n is 1.

16. (Original) A compound according to Claim 15, wherein R<sup>15</sup> is C<sub>1</sub>-C<sub>6</sub>alkyl or C<sub>0</sub>-C<sub>3</sub>alkylcarbocyclyl, either of which is optionally substituted.

17. (Original) A compound according to Claim 16, wherein R<sup>15</sup> is cyclohexyl, cyclohexylmethyl, tert-butyl, iso-propyl, or iso-butyl.

18. (Original) A compound according to Claim 9, wherein G is NRy or -NRjNRj-, where Ry or one Rj is H or methyl, and the other Rj is H.

19. (Previously Presented) A compound according to Claim 18, wherein R<sup>16</sup> is H, C<sub>1</sub>-C<sub>6</sub>alkyl, or a 5 or 6 membered heterocycle.

20. (Original) A compound according to claim 9, wherein R<sup>16</sup> is C<sub>1</sub>-C<sub>6</sub>alkyl, C<sub>0</sub>-C<sub>3</sub>alkylheterocyclyl, C<sub>0</sub>-C<sub>3</sub>alkylcarbocyclyl, any of which is optionally substituted with hydroxy, halo, amino, or C<sub>1</sub>-C<sub>6</sub>alkoxy.

21. (Original) A compound according to Claim 20, wherein R<sup>16</sup> is 2-indanol, indanyl, 2-hydroxy-1-phenyl-ethyl, 2-thiophenemethyl, cyclohexylmethyl, 2,3-methylenedioxybenzyl, cyclohexyl, benzyl, 2-pyridylmethyl, cyclobutyl, iso-butyl, n-propyl, or 4-methoxyphenylethyl.

22. (Currently Amended) A compound according to Claim 1, wherein W is -OC(=O)-, -NRA-, -NHS(O)<sub>2</sub>-or -NHC(=O)-[[;]] or -OC(-O)NH- .

23. (Previously Presented) A compound according to Claim 1, wherein W is -S-, a bond or -O-.

24. (Original) A compound according to Claim 22 or 23 wherein R<sup>8</sup> is optionally substituted C<sub>0</sub>-C<sub>3</sub>alkylcarbocyclyl or optionally substituted C<sub>0</sub>-C<sub>3</sub>-alkylheterocyclyl.

25. (Original) A compound according to Claim 24, wherein the C<sub>0</sub>-C<sub>3</sub> alkyl moiety is methylene or preferably a bond.

26. (Original) A compound according to Claim 25 wherein R<sup>8</sup> is C<sub>0</sub>-C<sub>3</sub>alkylaryl, or C<sub>0</sub>-C<sub>3</sub>alkylheteroaryl, either of which is optionally mono, di, or tri substituted with R<sup>9</sup>, wherein; R<sup>9</sup> is C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub>alkoxy, NO<sub>2</sub>, OH, halo, trifluoromethyl, amino amido optionally mono- or di-substituted with C<sub>1</sub>-C<sub>6</sub>alkyl, C<sub>0</sub>-C<sub>3</sub>alkylaryl, C<sub>0</sub>-C<sub>3</sub>alkylheteroaryl, carboxyl, aryl or heteroaryl being optionally substituted with R<sup>10</sup>; wherein

R<sup>10</sup> is C<sub>1</sub>-C<sub>6</sub>alkyl, C<sub>3</sub>-C<sub>7</sub>cycloalkyl, C<sub>1</sub>-C<sub>6</sub>alkoxy, amino optionally mono- or di-substituted with C<sub>1</sub>-C<sub>6</sub>alkyl, amido, sulfonylC<sub>1</sub>-C<sub>3</sub>alkyl, NO<sub>2</sub>, OH, halo, trifluoromethyl, carboxyl, or heteroaryl.

27. (Original) A compound according to Claim 26 wherein R<sup>9</sup> is C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub>alkoxy, amino, di-(C<sub>1</sub>-C<sub>3</sub> alkyl)amino, C<sub>1</sub>-C<sub>3</sub>alkylamide, aryl or heteroaryl, the aryl or heteroaryl being optionally substituted with R<sup>10</sup>; wherein

R<sup>10</sup> is C<sub>1</sub>-C<sub>6</sub>alkyl, C<sub>3</sub>-C<sub>7</sub>cycloalkyl, C<sub>1</sub>-C<sub>6</sub>alkoxy, amino, mono- or di-C<sub>1</sub>-C<sub>3</sub> alkylamino, amido, halo, trifluoromethyl, or heteroaryl.

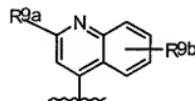
28. (Original) A compound according to Claim 27, wherein, R<sup>10</sup> is C<sub>1</sub>-C<sub>6</sub>alkyl, C<sub>1</sub>-C<sub>6</sub>alkoxy, amino optionally mono- or di substituted with C<sub>1</sub>-C<sub>3</sub> alkyl, amido, C<sub>1</sub>-C<sub>3</sub>-alkylamide, halo, or heteroaryl.

29. (Original) A compound according to Claim 28 wherein R<sup>10</sup> is methyl, ethyl, isopropyl, tert-butyl, methoxy, chloro, amino optionally mono- or di substituted with C<sub>1</sub>-C<sub>3</sub> alkyl, amido, or C<sub>1</sub>-C<sub>3</sub>alkyl thiazolyl.

30. (Previously Presented) A compound according to Claim 25, wherein R<sup>8</sup> is 1-naphthylmethyl, 2-naphthylmethyl, benzyl, 1-naphthyl, 2-naphthyl, or quinolinyl any of which is unsubstituted, mono, or disubstituted with R<sup>9</sup>.

31. (Previously Presented) A compound according to Claim 30 wherein R<sup>8</sup> is 1-naphthylmethyl, or quinolinyl any of which is unsubstituted, mono, or disubstituted with R<sup>9</sup>.

32. (Original) A compound according to Claim 31 whercin R<sup>8</sup> is:



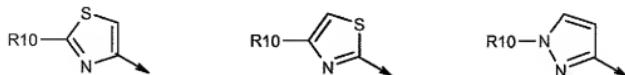
wherein R<sup>9a</sup> is C<sub>1</sub>-C<sub>6</sub> alkyl; C<sub>1</sub>-C<sub>6</sub>alkoxy; thioC<sub>1</sub>-C<sub>3</sub>alkyl; amino optionally substituted with C<sub>1</sub>-C<sub>6</sub>alkyl; C<sub>0</sub>-C<sub>3</sub>alkylaryl; or C<sub>0</sub>-C<sub>3</sub>alkylheteroaryl, C<sub>0</sub>-C<sub>3</sub>alkylheterocycll, said aryl, heteroaryl or heterocycle being optionally substituted with R<sup>10</sup> wherein

R<sup>10</sup> is C<sub>1</sub>-C<sub>6</sub>alkyl, C<sub>0</sub>-C<sub>3</sub>alkyl|C<sub>3</sub>-C<sub>7</sub>cycloalkyl, C<sub>1</sub>-C<sub>6</sub>alkoxy, amino optionally mono- or di-substituted with C<sub>1</sub>-C<sub>6</sub>alkyl, amido, C<sub>1</sub>-C<sub>3</sub>alkyl amide; and

R<sup>9b</sup> is C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, amino, di(C<sub>1</sub>-C<sub>3</sub>alkyl)amino, (C<sub>1</sub>-C<sub>3</sub>alkyl) amide, NO<sub>2</sub>, OH, halo, trifluoromethyl, carboxyl.

33. (Previously Presented) A compound according to Claim 32, wherein R<sup>9a</sup> is aryl or heteroaryl, either of which is optionally substituted with R<sup>10</sup>.

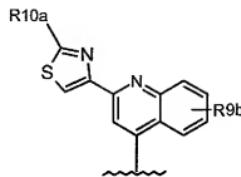
34. (Original) A compound according to Claim 33, wherein R<sup>9a</sup> is selected from the group consisted of:



wherein R<sup>10</sup> is H, C<sub>1</sub>-C<sub>6</sub>alkyl, or C<sub>0</sub>-C<sub>3</sub>alkylcycloalkyl, amino optionally mono- or di-substituted with C<sub>1</sub>-C<sub>6</sub>alkyl, amido, (C<sub>1</sub>-C<sub>3</sub>alkyl)amide.

35. (Previously Presented) A compound according to Claim 33, wherein R<sup>9a</sup> is phenyl, optionally substituted with C<sub>1</sub>-C<sub>6</sub>alkyl; C<sub>1</sub>-C<sub>6</sub>alkoxy; or halo.

36. (Original) A compound according to Claim 32, wherein R<sup>8</sup> is:



wherein R<sup>10a</sup> is H, C<sub>1</sub>-C<sub>6</sub>alkyl, or C<sub>0</sub>-C<sub>3</sub>alkylcarbocyclyl, amino optionally mono- or di-substituted with C<sub>1</sub>-C<sub>6</sub>alkyl, amido, heteroaryl or heterocycl; and R<sup>9b</sup> is C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub>-alkoxy, amino, di(C<sub>1</sub>-C<sub>3</sub> alkyl)amino, amido, NO<sub>2</sub>, OH, halo, trifluoromethyl, or carboxyl.

37. (Previously Presented) A compound according to Claim 32, wherein R<sup>9b</sup> is C<sub>1</sub>-C<sub>6</sub>-alkoxy.

38. (Original) A compound according to Claim 1, wherein A is C(=O)NHSO<sub>2</sub>R<sup>2</sup>.

39. (Previously Presented) A compound according to Claim 38, wherein R<sup>2</sup> is optionally substituted C<sub>1</sub>-C<sub>6</sub> alkyl.

40. (Previously Presented) A compound according to Claim 38, wherein R<sup>2</sup> is optionally substituted C<sub>3</sub>-C<sub>7</sub>cycloalkyl.

41. (Previously Presented) A compound according to Claim 38, wherein R<sup>2</sup> is optionally substituted C<sub>6</sub>-C<sub>6</sub>alkylary.

42. (Original) A compound according to Claim 1, wherein A is C(=O)OR<sup>1</sup>.

43. (Previously Presented) A compound according to Claim 42, wherein R<sup>1</sup> is H or C<sub>1</sub>-C<sub>6</sub> alkyl.

44. (Previously Presented) A compound according to Claim 2, wherein R<sup>7</sup> is H and R<sup>7</sup> is n-ethyl, cyclopropylmethyl, cyclopropyl, cyclobutylmethyl cyclobutyl or mercaptomethyl.

45. (Original) A compound according to Claim 2, wherein R<sup>7</sup> and R<sup>7'</sup> together define a spiro-cyclopropyl or spiro-cyclobutyl ring, both optionally mono or di-substituted with R<sup>7a</sup> wherein;

R<sup>7a</sup> is C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>5</sub>cycloalkyl, or C<sub>2</sub>-C<sub>6</sub> alkenyl, any of which is optionally substituted with halo; or R<sup>7a</sup> is J.

46. (Original) A compound according to Claim 45 wherein the ring is a spiro-cyclopropyl ring substituted with R<sup>7a</sup> wherein;

R<sup>7a</sup> is ethyl, vinyl, cyclopropyl, 1- or 2-bromoethyl, 1-or 2-fluoroethyl, 2-bromovinyl or 2-fluorethyl.

47. (Original) A compound according to Claim 2, wherein R<sup>7</sup> is J and R<sup>7'</sup> is H.

48. (Previously Presented) A compound according to Claim 1, wherein J is a 3 to 8-membered saturated or unsaturated alkylene chain optionally containing one to two heteroatoms independently selected from: -O-, -S- or -NR<sup>12-</sup>, wherein R<sup>12</sup> is H, C<sub>1</sub>-C<sub>6</sub> alkyl, or -C(=O)C<sub>1</sub>-C<sub>6</sub>.

49. (Original) A compound according to Claim 48, wherein J is a 4 to 7-membered saturated or unsaturated, all carbon alkylene chain.

50. (Original) A compound according to Claim 48, wherein J is saturated or mono-unsaturated.

51. (Original) A compound according to Claim 48, wherein J is dimensioned to provide a macrocycle of 14 or 15 ring atoms.

52. (Original) A pharmaceutical composition comprising a compound as defined in claim 1, and a pharmaceutically acceptable carrier therefor.

53. (Original) A pharmaceutical composition according to Claim 52, further comprising an additional HCV antiviral, selected from nucleoside analogue polymerase inhibitors, protease inhibitors, ribavirin and interferon.

54-55. (Cancelled)

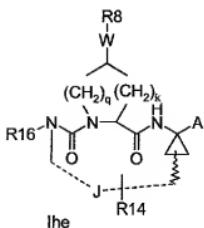
56. (Previously Presented) A method for treatment or prophylaxis of flavivirus infection such as HCV comprising administering an effective amount of a compound as defined in claim 1 to an individual afflicted or at risk of such infection.

57. (Previously Presented) The compound according to Claim 19 wherein heterocycle is morpholine, piperidine or piperazine.

58. (Previously Presented) The compound according to Claim 40 wherein R<sup>2</sup> is optionally substituted cyclopropyl whereint the substituent is C<sub>1</sub>-C<sub>3</sub> alkyl.

59. (Previously Presented) The method according to Claim 56 wherein the flavivirus infection is HCV infection.

60. (Previously Presented) A compound according to Claim 1 with the formula Ihe



or pharmaceutically acceptable salt thereof

wherein

R<sup>16</sup> is H, or C<sub>1</sub>-C<sub>6</sub>alkyl;

J is a single 3 to 10-membered saturated or partially unsaturated alkylene chain;

q is 1 and k is 1;

A is C(=O)OR<sup>1</sup>, or C(=O)NHSO<sub>2</sub>R<sup>2</sup>, wherein

R<sup>1</sup> is hydrogen or C<sub>1</sub>-C<sub>6</sub>alkyl;

R<sup>2</sup> is C<sub>1</sub>-C<sub>6</sub>alkyl, C<sub>0</sub>-C<sub>3</sub>alkylcarbocyclyl, C<sub>0</sub>-C<sub>3</sub>alkylheterocyclyl;

W is -O- or -OC(=O)NH-;

R<sup>8</sup> is C<sub>0</sub>-C<sub>3</sub>alkylaryl or C<sub>0</sub>-C<sub>3</sub>alkylheteroaryl, either of which is optionally mono, di, or tri substituted with R<sup>9</sup>, wherein;

R<sup>9</sup> is C<sub>1</sub>-C<sub>6</sub>alkyl, C<sub>1</sub>-C<sub>6</sub>alkoxy, NO<sub>2</sub>, OH, halo, trifluoromethyl, amino or amido optionally mono- or di-substituted with C<sub>1</sub>-C<sub>6</sub>alkyl, C<sub>0</sub>-C<sub>3</sub>alkylaryl, C<sub>0</sub>-C<sub>3</sub>alkylheteroaryl,

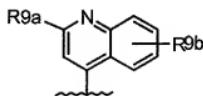
carboxyl, aryl or heteroaryl being optionally substituted with R<sup>10</sup>; wherein R<sup>10</sup> is C<sub>1</sub>-C<sub>6</sub>alkyl, C<sub>3</sub>-C<sub>7</sub>cycloalkyl, C<sub>1</sub>-C<sub>6</sub>alkoxy, amino optionally mono- or di-substituted with C<sub>1</sub>-C<sub>6</sub>alkyl, C<sub>1</sub>-C<sub>3</sub> alkyl amide, sulfonylC<sub>1</sub>-C<sub>3</sub>alkyl, NO<sub>2</sub>, OH, halo, trifluoromethyl, carboxyl or heteroaryl.

61. (Previously Presented) A compound according to Claim 60, wherein J is a single 5-8 membered saturated or partially unsaturated alkylene chain..

62. (Previously Presented) A compound according to Claims 60, wherein J is monounsaturated.

63. (Previously Presented) A compound according to Claim 62, wherein J has one double bond spaced one carbon atom from the cyclopropyl group depicted in formula Ihe.

64. (Previously Presented) A compound according to Claim 60, wherein R<sup>8</sup> is the group



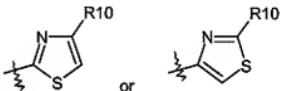
wherein R<sup>9a</sup> is C<sub>0</sub>-C<sub>3</sub>alkylaryl, C<sub>0</sub>-C<sub>3</sub>alkylheteroaryl, or C<sub>0</sub>-C<sub>3</sub>alkylheterocycl; said aryl, heteroaryl or heterocycl being optionally substituted with R<sup>10</sup> wherein R<sup>10</sup> is C<sub>1</sub>-C<sub>6</sub>alkyl, amino,

amino mono- or disubstituted with C<sub>1</sub>-C<sub>6</sub>alkyl or NHC(=O)C<sub>1</sub>-C<sub>6</sub>alkyl; and

R<sup>9b</sup> is C<sub>1</sub>-C<sub>6</sub>-alkoxy; or

R<sup>8</sup> is C<sub>0</sub>-C<sub>3</sub>alkylaryl wherein the aryl group is optionally substituted with 1-2 substituents selected from C<sub>0</sub>-C<sub>3</sub>alkylheterocyclyl and trifluoC<sub>1</sub>-C<sub>6</sub>alkyl; and wherein the C<sub>0</sub>-C<sub>3</sub>alkylheterocyclyl is optionally substituted with R<sup>10</sup>.

65. (New) A compound according to Claim 64, wherein R<sup>9a</sup> is phenyl,



wherein R<sup>10</sup> is H, C<sub>1</sub>-C<sub>6</sub>alkyl, amino, amino mono or disubstituted with C<sub>1</sub>-C<sub>3</sub>alkyl.

66. (Previously Presented) A compound according to any of Claims 60, wherein A is C(=O)NHS(=O)<sub>2</sub>R<sup>2</sup>.

67. (Previously Presented) A compound according to Claim 66, wherein R<sup>2</sup> is optionally substituted cycloalkyl.

68. (Previously Presented) The compound according to Claim 67 wherein R<sup>2</sup> is optionally substituted cyclopropyl.